

Counterparts — Edvard M. Loring

RECORDATION NO. 17914-D, E
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ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

OF COUNSEL
URBAN A. LESTER

March 11, 1997

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a), are five (5) copies of each of the following secondary documents: (1) a Bill of Sale and Partial Release, dated February 13, 1997; and (2) a second Bill of Sale and Partial Release, dated February 13, 1997.

The enclosed documents relate to the Equipment Lease Agreement (GATC Trust No. 92-1C) and secondary documents related thereto which were previously filed with the Commission under Recordation Number 17914.

The names and addresses of the parties to the enclosed documents are:

Bills of Sale and Partial Release

Owner Trustee: Wilmington Trust Company
Rodney Square North
1100 North Market Street
Wilmington, Delaware 19890

Indenture Trustee: The First National Bank of Chicago
One First National Plaza
Chicago, Illinois 60670

Mr. Vernon A. Williams
March 11, 1997
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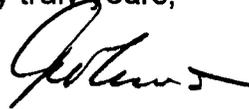
A description of the railroad equipment covered by the enclosed document is:

railcars designated as GATX 18288 and GATX 65225 are deleted from the Lease and Trust Indenture.

Also enclosed is a check in the amount of \$72.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed documents to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/bg
Enclosures

BILL OF SALE AND PARTIAL RELEASE

The Wilmington Trust Company, not in its individual capacity, but solely as Trustee under GATC Trust 92-1C (the "Lessor") under an Equipment Lease Agreement (GATC Trust 92-1C) dated as of July 1, 1992 (the "Lease") between the Lessor and General American Transportation Corporation (the "Lessee"), does hereby grant, bargain, sell, transfer, convey, assign and release to the Lessee and its successors and assigns all right, title and interest of the Lessor, in and to the railcars designated as GATX 65225, (the "Unit") "as is", "where is", without recourse or warranty other than a warranty against Lessor's Liens as defined in Appendix A to the Lease, and does hereby acknowledge that the lease term under the Lease with respect to the Unit and the obligation of the Lessee to pay rent for such Unit under the Lease has terminated.

The First National Bank of Chicago, as trustee (the "Indenture Trustee") under a Trust Indenture and Security Agreement (GATC Trust 92-1C) dated as of July 1, 1992 (the "Indenture") between the Lessor and the Indenture Trustee, hereby terminates, releases and discharges its security interest in the Unit under the Indenture and hereby acknowledges that the Unit are no longer subject to the Lease.

Dated: ~~December~~ FEBRUARY 13, 1996

The Wilmington Trust Company, not in its individual capacity, but solely as Owner Trustee

By: [Signature]
Title: Financial Services Officer

The First National Bank of Chicago, as Indenture Trustee

By: _____
Title: _____

State of Delaware)
) SS:
County of New Castle)

On the 13 day of February, 1997, before me personally appeared TERRI TAVANI, to me known, who being by me duly sworn, says that (s)he is a ~~Financial Services Officer~~ of Wilmington Trust Company, that said instrument was signed on such date on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Betty A. Sieracki
Notary Public

[Notarial Seal] **BETTY A. SIERACKI**
My commission expires **NOTARY PUBLIC**
My commissio expires August 9, 1998

State of Illinois)
) SS:
County of Cook)

On the ___ day of _____, 199 __, before me personally appeared _____, to me known, who being by me duly sworn, says that (s)he is a _____ of The First National Bank of Chicago, that said instrument was signed on such date on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Notary Public

[Notarial Seal]
My commission expires:

BILL OF SALE AND PARTIAL RELEASE

The Wilmington Trust Company, not in its individual capacity, but solely as Trustee under GATC Trust 92-1C (the "Lessor") under an Equipment Lease Agreement (GATC Trust 92-1C) dated as of July 1, 1992 (the "Lease") between the Lessor and General American Transportation Corporation (the "Lessee"), does hereby grant, bargain, sell, transfer, convey, assign and release to the Lessee and its successors and assigns all right, title and interest of the Lessor, in and to the railcars designated as GATX 65225, (the "Unit") "as is", "where is", without recourse or warranty other than a warranty against Lessor's Liens as defined in Appendix A to the Lease, and does hereby acknowledge that the lease term under the Lease with respect to the Unit and the obligation of the Lessee to pay rent for such Unit under the Lease has terminated.

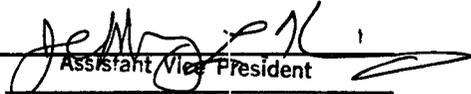
The First National Bank of Chicago, as trustee (the "Indenture Trustee") under a Trust Indenture and Security Agreement (GATC Trust 92-1C) dated as of July 1, 1992 (the "Indenture") between the Lessor and the Indenture Trustee, hereby terminates, releases and discharges its security interest in the Unit under the Indenture and hereby acknowledges that the Unit are no longer subject to the Lease.

Dated: December ____, 1996

The Wilmington Trust Company, not in its individual capacity, but solely as Owner Trustee

By: _____
Title: _____

The First National Bank of Chicago, as Indenture Trustee

By: 
Title: Assistant Vice President

State of Delaware)
) SS:
County of New Castle)

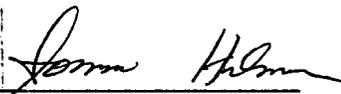
On the ___ day of _____, 199__, before me personally appeared _____, to me known, who being by me duly sworn, says that (s)he is a _____ of Wilmington Trust Company, that said instrument was signed on such date on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Notary Public

[Notarial Seal]
My commission expires:

State of Illinois)
) SS:
County of Cook)

On the ___ day of _____, 199__, before me personally appeared Jeffrey L. Kinney, to me known, who being by me duly sworn, says that (s)he is a Assistant Vice President of The First National Bank of Chicago, that said instrument was signed on such date on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



Notary Public

[Notarial Seal]
My commission expires:

